

CERTIFICATE OF REGISTRATION



OFFICIAL SEAL

This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

REGISTER OF COPYRIGHTS
United States of America

FORM SR

For a Sound Recording
UNITED STATES COPYRIGHT OFFICE

REF

SRU516-219



SM SKU

EFFECTIVE DATE OF REGISTRATION

Nov. 25, 2003

Month Day Year

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

1

TITLE OF THIS WORK ▼

TITLE: OH FOOLISH PRIDE
ARTIST: EMINEM

(CD-R)

PREVIOUS, ALTERNATIVE, OR CONTENTS TITLES (CIRCLE ONE) ▼

2

NAME OF AUTHOR ▼

a SHADY RECORDS, INC.DATES OF BIRTH AND DEATH
Year Born ▼ Year Died ▼

Was this contribution to the work a "work made for hire"?

 Yes NoAUTHOR'S NATIONALITY OR DOMICILE
Name of Country

OR

Citizen of ► _____
Domiciled in ► _____

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous?

 Yes No

Pseudonymous?

 Yes No

If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼
WORDS, MUSIC, PERFORMANCE, RECORDING**NOTE**

Under the law, the "author" of a "work made for hire" is generally the employer, not the employee (see instructions). For any part of this work that was "made for hire," check "Yes" in the space provided, give the employer (or other person for whom the work was prepared) as "Author" of that part, and leave the space for dates of birth and death blank.

NAME OF AUTHOR ▼

DATES OF BIRTH AND DEATH
Year Born ▼ Year Died ▼

Was this contribution to the work a "work made for hire"?

 Yes NoAUTHOR'S NATIONALITY OR DOMICILE
Name of Country

OR

Citizen of ► _____
Domiciled in ► _____

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous?

 Yes No

Pseudonymous?

 Yes No

If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼

NAME OF AUTHOR ▼

DATES OF BIRTH AND DEATH
Year Born ▼ Year Died ▼

Was this contribution to the work a "work made for hire"?

 Yes NoAUTHOR'S NATIONALITY OR DOMICILE
Name of Country

OR

Citizen of ► _____
Domiciled in ► _____

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous?

 Yes No

Pseudonymous?

 Yes No

If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼

3

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED

DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK

a

1989

This information must be given in all cases.
Year

b Complete this information ONLY if this work has been published.

Month ► _____ Day ► _____ Year ► _____ Nation

4

COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2. ▼

aShady Records, Inc., c/o Interscope Records (Div. of UMG Recordings, Inc.)
2220 Colorado Ave., Santa Monica, CA 90404

APPLICATION RECEIVED

NOV 25 2003

ONE DEPOSIT RECEIVED

NOV 25 2003

TWO DEPOSITS RECEIVED

FUND RECEIVED

b

MORE ON BACK ►

* Complete all applicable spaces (numbers 5-9) on the reverse side of this page.
* See detailed instructions.
* Sign the form at line 8.

DO NOT WRITE HERE

Page 1 of 2 pages

EXAMINED BY	FORM SR
CHECKED BY	
CORRESPONDENCE <input checked="" type="checkbox"/> Yes	FOR COPYRIGHT OFFICE USE ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

Yes No If your answer is "Yes," why is another registration being sought? (Check appropriate box) ▼

- a. This work was previously registered in unpublished form and now has been published for the first time.
- b. This is the first application submitted by this author as copyright claimant.
- c. This is a changed version of the work, as shown by space 6 on this application.

If your answer is "Yes," give: Previous Registration Number ▼

Year of Registration ▼

5

6

DERIVATIVE WORK OR COMPILATION

Preexisting Material Identify any preexisting work or works that this work is based on or incorporates. ▼

a

See Instructions
before completing
this space.

b

Material Added to This Work Give a brief, general statement of the material that has been added to this work and in which copyright is claimed. ▼

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.

Name ▼ Account Number ▼

a UNIVERSAL MUSIC GROUP

DA024562

7

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name/Address/Apt/City/State/ZIP ▼

Eric Schwartz/Smith & Metalitz obo
 b Universal Music Group/Copyright Administration
 100 Universal City Plaza, Universal City, CA 91608

Area code and daytime telephone number 202.833.4198

Fax number 202.872.0546

Email schwartz@smimetzlaw.com

CERTIFICATION* I, the undersigned, hereby certify that I am the

Check only one ▼

 author owner of exclusive right(s) other copyright claimant authorized agent of Shady Records, Inc.

Name of author or other copyright claimant, or owner of exclusive right(s) ▲

of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Typed or printed name and date ▼ If this application gives a date of publication in space 3, do not sign and submit it before that date.

Eric J. Schwartz

Date 11/25/03

8

Handwritten signature (s) X

Certificate will be mailed in window envelope to this address

Name ▼
 Universal Music Group, Copyright Administration
 Number/Street/Apt ▼
 100 Universal City Plaza, Building 1320W-4
 City/State/ZIP ▼
 Universal City, CA 91608

YOU MUST:

- Complete all necessary spaces
- Sign your application in space 8

SEND ALL ELEMENTS IN THE SAME PACKAGE:

1. Application form
2. Nonrefundable filing fee in check or money order payable to Register of Copyrights
3. Deposit material

MAIL TO:

Library of Congress
Copyright Office
101 Independence Avenue, S.E.
Washington, D.C. 20559-6000

9

For fee subject to
change, for current
fees, check the
Copyright Office
table of
filing fees at
www.copyright.gov
under the Copyright
Office, or call
(202) 707-9000.

*17 U.S.C. § 404(e). Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 400, or in any written statement filed in connection with the application, shall be fined not more than \$2,500.

Exhibit B

CERTIFICATE OF REGISTRATION



OFFICIAL SEAL

This Certificate Issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

REGISTER OF COPYRIGHTS
United States of America

FORM SR

For a Sound Recording
UNITED STATES COPYRIGHT OFFICE

REGISTRATION NUMBER

SRu515-208



EFFECTIVE DATE OF REGISTRATION

12 11 03

DO NOT WRITE ABOVE THIS LINE IF YOU NEED MORE SPACE USE A SEPARATE CONTINUATION SHEET

TITLE OF THIS WORK ▼

1

So Many Styles

(CD R)

PREVIOUS ALTERNATIVE OR CONTENTS TITLES (CIRCLE ONE) ▼

2

NAME OF AUTHOR ▼

a Marshall Bruce Mathers III

DATES OF BIRTH AND DEATH

Year Born ▼ Year Died ▼
1972

Was this contribution to the work a "work made for hire"?

Yes
 No

AUTHOR'S NATIONALITY OR DOMICILE

Name of Country

OR Citizen of ▶ USA

Domiciled in ▶ _____

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous? Yes No
Pseudonymous? Yes No

If the answer to either of these questions is "Yes" see detailed instructions

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed ▼
WORDS MUSIC PERFORMANCE RECORDING

NOTE

Under the law the author of a work made for hire is generally the employer not the employee (see Instructions). For any part of this work that was made for hire check Yes in the space provided give the employer (or other person for whom the work was prepared) as Author of that part and leave the space for date of birth and death blank

NAME OF AUTHOR ▼

b

DATES OF BIRTH AND DEATH

Year Born ▼ Year Died ▼

Was this contribution to the work a "work made for hire"?

Yes
 No

AUTHOR'S NATIONALITY OR DOMICILE

Name of Country

OR Citizen of ▶ _____

Domiciled in ▶ _____

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous? Yes No
Pseudonymous? Yes No

If the answer to either of these questions is "Yes" see detailed instructions

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed ▼

c

NAME OF AUTHOR ▼

DATES OF BIRTH AND DEATH

Year Born ▼ Year Died ▼

Was this contribution to the work a "work made for hire"?

Yes
 No

AUTHOR'S NATIONALITY OR DOMICILE

Name of Country

OR Citizen of ▶ _____

Domiciled in ▶ _____

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous? Yes No
Pseudonymous? Yes No

If the answer to either of these questions is "Yes" see detailed instructions

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed ▼

3

YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED

a

1989

This information must be given in all cases

DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK
b Complete this information ONLY if this work has been published Month ▶ _____ Day ▶ _____ Year ▶ _____ Nation ▶ _____

4

COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2 ▼

a

Shady Records Inc c/o Interscope Records (Div. of UMG Recordings Inc)
2220 Colorado Ave Santa Monica CA 90404

See instructions before completing this space

TRANSFER If the claimant(s) named here in space 4 is (are) different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright ▼

b By assignment

APPLICATION RECEIVED

12-11-03

ONE DEPOSIT RECEIVED

12-11-03

TWO DEPOSITS RECEIVED

FUND RECEIVED

8

MORE ON BACK ▶

Complete all applicable spaces (numbers 5-9) on the reverse side of this page
See detailed instructions
Sign the form at line 8DO NOT WRITE HERE
Page 1 of 2 pages

EXAMINED BY	<i>ld</i>	FORM SR
CHECKED BY		
CORRESPONDENCE		
<input type="checkbox"/> Yes	FOR COPYRIGHT OFFICE USE ONLY	

DO NOT WRITE ABOVE THIS LINE IF YOU NEED MORE SPACE USE A SEPARATE CONTINUATION SHEET

PREVIOUS REGISTRATION Has registration for this work or for an earlier version of the work, already been made in the Copyright Office?

Yes No If your answer is Yes why is another registration being sought? (Check appropriate box) ▼
 a This work was previously registered in unpublished form and now has been published for the first time
 b This is the first application submitted by this author as copyright claimant
 c This is a changed version of the work, as shown by space 6 on this application

If your answer is Yes give Previous Registration Number ▼ Year of Registration ▼

5

DERIVATIVE WORK OR COMPILED

Preexisting Material Identify any preexisting work or works that this work is based on or incorporates ▼

a

6

See instructions
before completing
this space

Material Added to This Work Give a brief general statement of the material that has been added to this work and in which copyright is claimed ▼

b

7

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office give name and number of Account

Name ▼

Account Number ▼

a UNIVERSAL MUSIC GROUP

DA024562

8

CORRESPONDENCE Give name and address to which correspondence about this application should be sent Name/Address/Apt/City/State/ZIP ▼

Eric Schwartz/Smith & Metalitz obo

b Universal Music Group/Copyright Administration
100 Universal City Plaza Universal City CA 91608Area code and daytime telephone number 202 833 4198
Email schwartz@smimetzlaw.com

Fax number 202 872 0546

CERTIFICATION I the undersigned, hereby certify that I am the

Check only one ▼

 Author Owner of exclusive right(s) Other copyright claimant Authorized agent of Author (Mathers) and Claimant (Shady Records)

Name of author or other copyright claimant, or owner of exclusive right(s) ▲

of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge

Typed or printed name and date ▼ If this application gives a date of publication in space 3 do not sign and submit it before that date

Eric J. Schwartz

Date 12/11/03

Handwritten signature here ▼

X

9

Certificate will be mailed in window envelope to this address

Name ▼	Complete all necessary spaces Sign your application in space 6
Universal Music Group Copyright Administration	
Number/Street/Apt ▼	1 Application form
100 Universal City Plaza Building 1320W 4	2 Nonrefundable filing fee In check or money order payable to Register of Copyrights
City/State/ZIP ▼	3 Deposit material
Universal City CA 91608	Printed on recycled paper

Complete all necessary spaces Sign your application in space 6
1 Application form
2 Nonrefundable filing fee In check or money order payable to Register of Copyrights
3 Deposit material
Printed on recycled paper

10

17 U.S.C. § 506(a) Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 409 or in any written statement filed in connection with the application shall be fined not more than \$2 500.

CERTIFICATE OF REGISTRATION



OFFICIAL SEAL

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REGISTER OF COPYRIGHTS
United States of America

FORM CA

For Supplementary Registration
UNITED STATES COPYRIGHT OFFICE

RF SRu515-209



TX	TXU	PA	PAU	VA	VAU	SR	SRU	RE
----	-----	----	-----	----	-----	----	-----	----

EFFECTIVE DATE OF SUPPLEMENTARY REGISTRATION

12 11 03
Month Day Year

DO NOT WRITE ABOVE THIS LINE IF YOU NEED MORE SPACE USE A SEPARATE CONTINUATION SHEET

Title of Work ▼

Oh Foolish Pndo

Registration Number of the Basic Registration ▼ SRU516-219	Year of Basic Registration ▼ 2003
Name(s) of Author(s) ▼ Shady Records Inc	Name(s) of Copyright Claimant(s) ▼ Shady Records Inc c/o Interscope Records (Div of UMG Recordings Inc)

Location and Nature of Incorrect Information in Basic Registration ▼

Line Number 2a Line Heading or Description Name of Author

Incorrect Information as It Appears in Basic Registration ▼

Shady Records Inc (Yes work for hire)

Corrected Information ▼

Marshall Bruce Mathers III (No* re work for hire Citizen of USA 1972 re year born)

Explanation of Correction ▼

Work created by (co)author Mathers (not work for hire) transferred by assignment to Shady Records Inc.

Location and Nature of Information in Basic Registration to be Amplified ▼

Line Number 2b Line Heading or Description Name of Author

Amplified Information and Explanation of Information ▼

Add Michael Joseph Ruby on line 2b (Name of co-Author)

No work for hire

Citizen of USA

No* re Anonymous or Pseudonymous

"Words music performance recordings re Nature of Authorship

FORM CA RECEIVED

FORM CA

12-11-03

FUND RECEIVED DATE

EXAMINED BY *lbc*FOR
COPYRIGHT
OFFICE
USE
ONLYCORRESPONDENCE REFERENCE TO THIS REGISTRATION ADDED TO
BASIC REGISTRATION YES NO

DO NOT WRITE ABOVE THIS LINE IF YOU NEED MORE SPACE USE A SEPARATE CONTINUATION SHEET

Continuation of Part B or Part C

Line 4b Add By assignment in Transfer line

Correspondence Give name and address to which correspondence about this application should be sent

Eric Schwartz/Smith & Metalitz obo
 Universal Music Group/Copynght Administration
 100 Universal City Plaza Universal City CA 91608

Phone (202) 833-4198 Fax (202) 872-0546 Email schwartz@smimellaw.com

Deposit Account If the registration fee is to be charged to a Deposit Account established in the Copynght Office give name and number of Account
 Name Universal Music Group

Account Number DA024562

Certification I the undersigned hereby certify that I am the (Check only one)

author owner of exclusive right(s)
 other copyright claimant duly authorized agent of Author (Mathers) and Claimant (Shady Records)

Name of author or other copyright claimant or owner of exclusive right(s) ▲

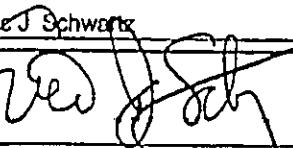
of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge

Typed or printed name ▼

Eric J. Schwartz

Date ▼

12/11/03

Handwritten signature (X) 

Certificate
 will be
 mailed in
 window
 envelope
 to this
 address

Name ▼
Eric J. Schwartz/Smith & Metalitz-LLP

Number/Street/Apt ▼

1747 Pennsylvania Avenue NW Suite 825

City/State/Zip ▼

Washington DC 20006

Complete all necessary pages.
 Sign your application in Space F.

1 Application form
 2 Nonrefundable filing fee in check or
 money order payable to Register of
 Copyrights

Library of Congress
 Copyright Office
 101 Independence Ave. S.E.
 Washington D.C. 20590-4000

Fees are subject to
 change. For current
 fees, check the
 Copyright Office
 website at
www.copyright.gov
 or write the Copyright
 Office or call
 (202) 707-3000

17 U.S.C. § 500(e) Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 401 or in any written statement filed in connection with the application shall be fined not more than \$2,500.

The Source Magazine

Page 1 of 3

UNPUBLISHED PRESS RELEASES

:: World Unveiling Of Never-Before-Heard Eminem Track...
[Image]

:: Eminem Was 21 Years Old At Time Of Recording; Not 16 As He Claimed In A Statement... [Image]

UNPUBLISHED EDITORIALS

:: MINISTER BENJAMIN MUHAMMAD: Political forces people! Real people. Look at the latest election. The country is goin' to the right. To the far right. And while we fought the Lieberman bill back last year this was the bill that was gonna censor hip-hop because

Exclusive

Page 1 of 1

EDITORIALS

EXCLUSIVE!!!

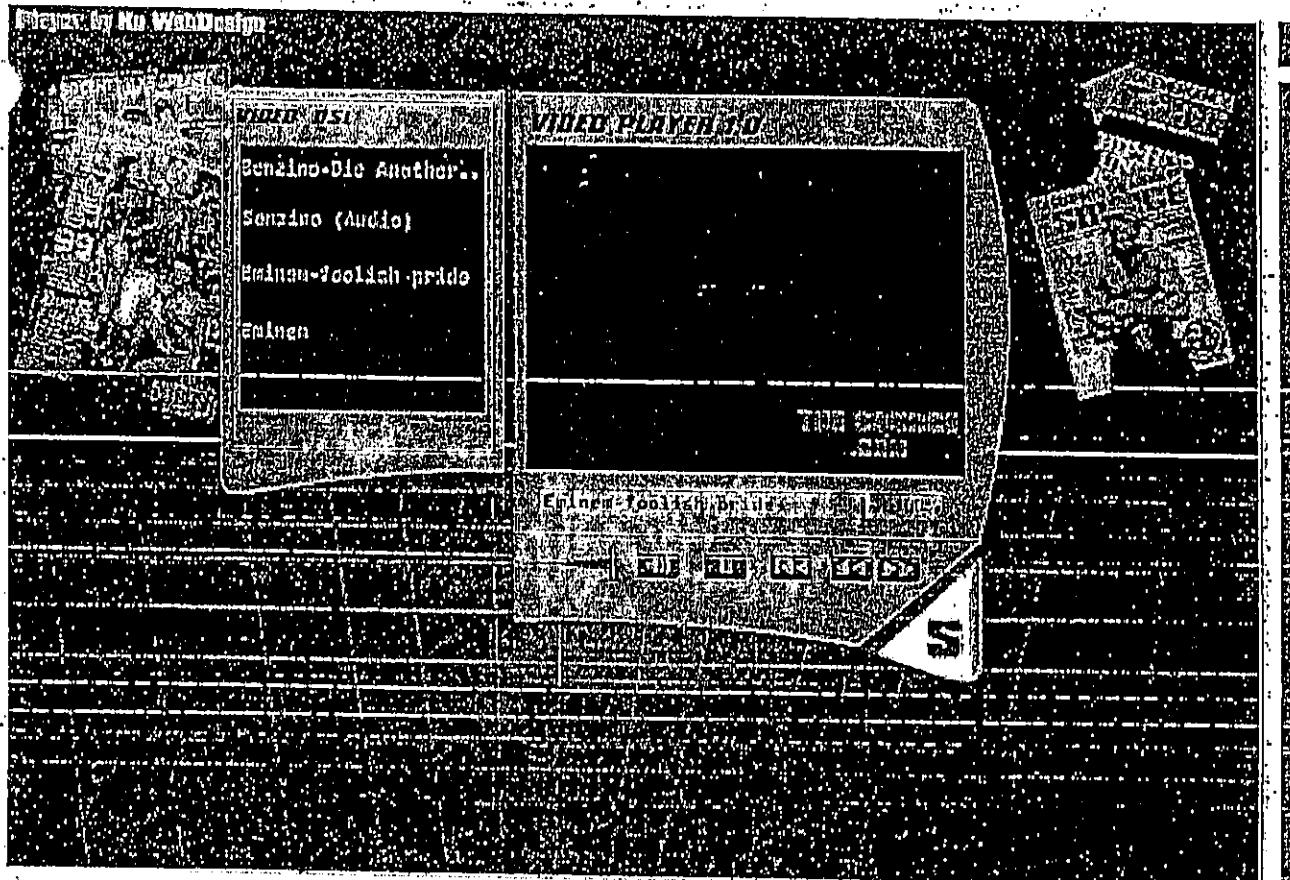
**World Unveiling Of
Never-Before-Heard Eminem Track...**

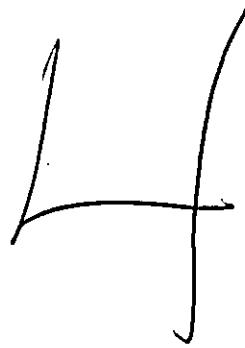
**The Source Magazine owners
Ray Benzino and
Dave Mays held a press conference
Tuesday Nov 18 to play a recording
of the MC delivering racial slurs.**

The Source has verified the authenticity of the tape.
The tape contains Eminem's voice,
reciting racial slurs targeted against Black women
and it proves Benzino right after a year of being vilified
by the media for bringing such
questions surrounding
Eminem to the fore.

Click Here **Click Here** **Click Here**

**For
Lyrics** **For
Audio** **For Conference
Transcript**





UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

	X
SHADY RECORDS, INC.,	:
Plaintiff,	:
v.	:
SOURCE ENTERPRISES, INC., DAVID MAYS, RAYMOND SCOTT p/k/a RAY BENZINO, and BLACK ENTERPRISE/GREENWICH STREET CORPORATE GROWTH MANAGEMENT LLC,	:
Defendants.	:

**PLAINTIFF'S INITIAL
DISCLOSURES**
PURSUANT TO RULE 26(a)(1)

086717-6

SERVED BY MAIL/
SUBMITTED/FILED
RECEIVED BY <i>(Hand)</i> <i>MS</i>
POST MARKED
BY: <i>MS</i> <i>Da</i> <i>Entered</i> <i>C</i>

PLAINTIFF'S INITIAL DISCLOSURES

Pursuant to Federal Rule of Civil Procedure 26(a)(1), Plaintiff Shady Records, Inc. ("Plaintiff" or "Shady Records"), by its attorneys Fischbein•Badillo•Wagner•Harding, makes the following initial disclosures:

(A) Provide to the other parties the name and, if known, the address and telephone number of each individual believed by it to have discoverable, non-privileged personal knowledge concerning any significant factual issue specifically raised in the pleadings or identified by the parties in their report to the court under Fed. R. Civ. P. 26(f), appropriately indicating the subjects about which the person has such knowledge.

David Mays
215 Park Avenue South
New York, New York 10003

Chief Executive Officer of Defendant Source Enterprises, Inc. ("SEI")
Has information regarding (a) *The Basement Tapes* and Defendant Source Enterprises, Inc.'s purchase and publication of same; (b) the corporate structure and control of SEI.

Raymond Scott p/k/a Ray Benzino
215 Park Avenue South
New York, New York 10003

Owner of Defendant Source Enterprises, Inc.
Has information regarding (a) *The*

	<p><i>Basement Tapes</i> and Defendant Source Enterprises, Inc.'s purchase and publication of same; and (b) the corporate structure and control of SEI..</p>
Kim Osorio The Soure Magazine 215 Park Avenue South New York, New York 10003	<p>Editor in Chief of The Source Magazine Has information regarding the public performance by Defendants of the compositions at issue herein.</p>
Fahiyim (Joshua) Ratcliffe The Source Magazine 215 Park Avenue South New York, New York 10003	<p>Culture Editor for The Source Magazine Has information regarding Defendant Source Enterprises, Inc.'s purchase of <i>The Basement Tapes</i>.</p>
Ronald or Robert Bolos	<p>Individual who sold and assigned all alleged interests in <i>The Basement Tapes</i> to the Source Defendants Has information regarding the rights in and to <i>The Basement Tapes</i>.</p>
Tracii McGregor The Source Magazine 215 Park Avenue South New York, New York 10003	<p>Vice President of Content May have information regarding the alleged 800,000 unauthorized CDs the Source Defendants planned on releasing in their February 2004 issue.</p>
John Doe No. 1	<p>All persons present at the recording of the musical works referred to as <i>The Basement Tapes</i>. May have information regarding the recordings at issue in the instant litigation.</p>
John Doc No. 2	<p>All persons who composed any portions of the musical works contained on <i>The Basement Tapes</i>. May have information regarding the composition and/or recordings at issue in the instant litigation.</p>
John Doe No. 3	<p>All persons who contributed to the performances of the musical works contained on <i>The Basement Tapes</i>. May have information regarding the recordings at issue in the instant litigation.</p>

John Doe No. 4 – 100

All persons or entities who made changes, modifications and/or alterations to the website www.thesource.com.

Black Enterprise/Greenwich Street Growth Management LLC
850 Third Avenue
New York, New York 10022

Defendant and Investor potentially with ability to control or direct the affairs of Defendant Source Enterprises, Inc.
Has information regarding the alleged infringement by the Source Defendants and related decisions relating the subject compositions and recordings.

Marshall B. Mathers, III p/k/a Eminem

Co-author of the subject copyrighted recordings and compositions.
Has information regarding the subject compositions and recordings.

Michael Ruby p/k/a Mannix

Co-author of the subject copyrighted recordings and compositions.
Has information regarding the subject compositions and recordings.

Paul Rosenberg
Shady Records, Inc.
151 Lafayette Street, 6th Floor
New York, New York 10013

Vice-President & General Manager
Has information regarding the assignment of intellectual property rights in and to the subject recordings and compositions as well as information regarding the federally registered copyrights at issue herein.

Gregory Wicr
16250 Northland Drive, Suite 370
Southfield, MI 48075

Agent of Plaintiff Shady Records, Inc.
Has information regarding assignment of rights from the co-authors to Plaintiff Shady Records, Inc.

Donald David, Esq.
Fischbein Badillo Wagner Harding
909 Third Avenue
New York, New York 10022

Attorney for Plaintiff
May have information regarding calculation of damages in connection with Defendants infringing conduct.

Brian Bloom, Esq.
Fischbein Badillo Wagner Harding
909 Third Avenue
New York, New York 10022

Attorney for Plaintiff
May have information regarding the
unauthorized publication of the subject
compositions and recordings by the Source
Defendants.

Howard Hertz
Hertz Schram & Saretzky P.C.
1760 South Telegraph Road, Suite 300
Bloomfield Hills, MI 48302-0183

Attorney for Plaintiff Shady Records, Inc.
Has information regarding the assignment
of intellectual property rights from the co-
authors to Plaintiff.

Eric Schwartz
Smith & Metalitz LLP
1747 Pennsylvania Avenue, NW
Suite 825
Washington, DC 20006-4637

Plaintiff's Copyright Attorney
Has information regarding the registration
of the copyrights at issue in this litigation.

Plaintiff's response to subdivision (A) will be supplemented as needed and as required.

(B) Make available to other parties for inspection and copying, as under Fed. R. Civ. P. 34, all documents, data compilations, and tangible things in its possession, custody, or control that may be used by it (other than solely for impeachment purposes) to support its contentions with respect to any significant factual issue in the case.

Plaintiff Shady Records will disclose documents responsive to this obligation under separate cover forthwith.

(C) Provide to other parties a computation of any category of damages claimed by it, making available for inspection and copying, as under Fed. R. Civ. P. 34, the documents or other evidentiary materials, not privileged or protected from disclosure, on which such computation is based, including materials bearing on the nature and extent of injuries suffered.

Plaintiff Shady Records will disclose documents responsive to this obligation under separate cover forthwith.

As more fully outlined in the Complaint filed herein, the damages to Plaintiff are difficult to calculate absent an analysis of documents to be provided by Defendants. However, preliminarily, they are as follows:

- Pursuant to 17 U.S.C. § 504(b), actual damages suffered by Plaintiff as a result of the infringement by Defendants, in an amount in excess of \$75,000, plus interest from the date of infringement;
- Pursuant to 17 U.S.C. § 504(b), profits of Defendants that are attributable to the infringement, in an amount in excess of the statutory damages allowed under 17 U.S.C. § 504(c). Upon information and belief, Defendants are in exclusive control of this information. Therefore, Plaintiff is presently unable to determine this amount of damages;
- In the alternative to damages pursuant to 17 U.S.C. § 504(b), Plaintiff reserves the right to assert statutory damages, pursuant to 17 U.S.C. § 504(c). Plaintiff seeks \$150,000 per infringement as statutory damages because Defendants' infringements were willful;
- In addition, because Defendants' infringement has been and continues to be willful and was done to harm the Plaintiff and/or was done to profit Defendants, Plaintiff seeks punitive damages in excess of \$10,000,000;
- Pursuant to 17 U.S.C. § 505, the costs of this suit. As this item of damages continues to increase, this amount cannot be determined at this time. Plaintiff estimates that this amount will be in excess of \$25,000;
- Pursuant to 17 U.S.C. § 505, reasonable attorney's fees incurred by Plaintiff in this action. As this item of damages continues to increase, this amount cannot be determined at this time. Plaintiff has incurred more than \$200,000.00 in attorney fees to date and estimates that total attorney's fees will be in excess of \$500,000.00, based upon the current billing history in this case; and
- Pursuant to 17 U.S.C. § 503, the plaintiff will seek either the impounding or destruction of all copies, phonorecords, masters, tapes, compact discs, or other articles that were made or used in violation of Plaintiff's exclusive copyrights.

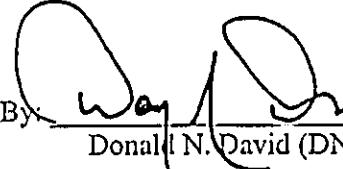
(D) Provide to other parties for inspection and copying, as under Fed. R. Civ. P. 34, and insurance agreement under which any person carrying on an insurance business may be liable to satisfy part or all of a judgment which may be entered in the action or to indemnify or reimburse for payments made to satisfy the judgment.

There are no documents responsive to this demand. Plaintiff does not have an insurance agreement relating to this claim.

Dated: January 15, 2004
New York, New York

Respectfully submitted,

FISCHIBEIN•BADILLO•WAGNER•HARDING

By 
Donald N. David (DND 5222)

*Attorneys for Plaintiff
Shady Records, Inc.*

909 Third Avenue
New York, New York 10022
(212) 826-2000

TO: Tamar Carmichael, Esq.
Holland & Knight LLP
*Attorneys for Defendants Source Enterprises, Inc.,
David Mays, and Raymond Scott p/k/a Ray Benzino*
195 Broadway, 24th Floor
New York, New York 10007-3189

Kenneth A. Plevan, Esq.
Skadden Arps Slate Meagher & Flom LLP
*Attorneys for Defendant Black Enterprises/Greenwich Street
Corporate Growth Management LLC*
Four Times Square
New York, New York 10036

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**EXHIBIT OMITTED PURSUANT TO STIPULATION OF
CONFIDENTIALITY AND PROTECTIVE ORDER**

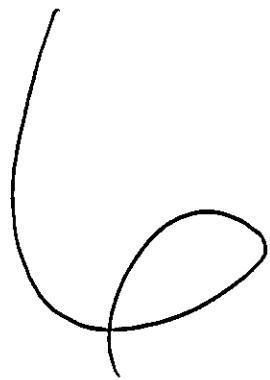
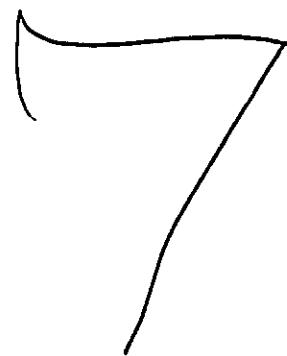


EXHIBIT OMITTED PURSUANT TO STIPULATION OF
CONFIDENTIALITY AND PROTECTIVE ORDER



Issued by the
UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN

SHADY RECORDS, INC.,

SUBPOENA IN A CIVIL CASE

Plaintiff,

v.

CASE NUMBER: ¹ 03 CV 9944 (GEL)
Pending in the Southern District of New YorkSOURCE ENTERPRISES, INC., DAVID MAYS,
RAYMOND SCOTT p/k/a RAY BENZINO and BLACK
ENTERPRISE/GREENWICH STREET CORPORATE
GROWTH MANAGEMENT LLC,

Defendants.

Gregory Weir

TO: 16250 Northland Drive, Suite 370
Southfield, MI 48075 YOU ARE COMMANDED to appear in the United States District Court at the place, date, and time specified below to testify in the above case.

PLACE OF TESTIMONY	COURTROOM
	DATE AND TIME

YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above cases.

PLACE OF DEPOSITION	DATE AND TIME
Miller, Canfield, Paddock and Stone, P.L.C. 150 West Jefferson, Suite 2500 Detroit, Michigan 48226-4415	February 12, 10:00 a.m.

YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below (list documents or objects): See attached Schedule A.

PLACE	DATE AND TIME

YOU ARE COMMANDED TO permit inspection of the following premises at the date and time specified below.

PREMISES	DATE AND TIME

Any organization not a party to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify. Federal Rules of Civil Procedure, 30(b)(6).

ISSUING OFFICER SIGNATURE AND TITLE (INDICATE IF ATTORNEY FOR PLAINTIFF OR DEFENDANT)	DATE
Deborah L. Ander Atty for Defendants	January 29, 2004

ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER
Deborah L. Ander, Esq., Thelen Reid & Priest LLP, 875 Third Avenue, New York, NY 10022, (212) 603-2000

(See Rule 45, Federal Rules of Civil Procedure, Parts C & D on Reverse)

¹ If action is pending in district other than district of issuance, state district under case number.

PROOF OF SERVICE

DATE

PLACE

SERVED

SERVED ON (PRINT NAME)

MANNER OF SERVICE

SERVED BY (PRINT NAME)

TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on _____

SIGNATURE OF SERVER

DATE

ADDRESS OF SERVER

Rule 45, Federal Rules of Civil Procedure, parts C & D:

(c) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction which may include, but is not limited to, lost earnings and reasonable attorney's fee.

(2) (A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3) (A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

(i) fails to allow reasonable time for compliance,

(ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that, subject to the provisions of clause (c)(3)(D)(iii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

(iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or

(iv) subjects a person to undue burden.

(B) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena, or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

SCHEDULE A

DEFINITIONS

The definitions and rules of construction for this notice are provided in Civil Rule 26.3(c) of the Local Rules for United States District Court for the Southern District of New York and pursuant to that rule are hereby incorporated by reference. In addition, pursuant to Local Civil Rule 26.3(a)(1), The Source Defendants hereby provide the following Specific Definitions:

- A. "You" or "Your" refers to Gregory Wier.
- B. "Plaintiff" refers to Shady Records, Inc. and each of its predecessors, successors, parents, divisions, subsidiaries, affiliates, offices, officers, directors, employees, representatives, independent contractors, attorneys and agents.
- C. "Source" refers to Source Enterprises, Inc. and each of its predecessors, successors, parents, divisions, subsidiaries, affiliates, offices, officers, directors, employees, representatives, independent contractors, attorneys and agents.
- D. "Mays" refers to David Mays.
- E. "Benzino" refers to Raymond Scott, p/k/a Ray Benzino.
- F. "The Source Defendants" refers collectively to Source, Mays and Benzino, as defined herein.
- G. "Complaint" refers to the Complaint dated December 15, filed in this action by Plaintiff.
- H. "Eminem" refers to Marshall B. Mathers, III, p/k/a Eminem.
- I. "Basement Tapes" refers to the musical recordings, created, authored or written, in part, by Eminem, in or about 1989, in the basement of a home in Detroit, Michigan. The Basement Tapes contain, without limitation, at least two compositions which have since been entitled "Oh Foolish Pride" and "So Many Styles."

REQUESTS

Request No. 1

All documents relating to your involvement in, control over, or contact with Plaintiff.

Request No. 2

All documents relating to or evidencing the circumstances surrounding your role in the formation, incorporation, or business affairs of Plaintiff.

Request No. 3

All documents relating to or evidencing your or Plaintiff's intended or past use of The Basement Tapes.

Request No. 4

All documents relating to or evidencing your knowledge of the identity and/or contact information for any person who may have knowledge or information about Plaintiff's contentions and allegations in this case.

Request No. 5

All documents relating to and evidencing the assignment and/or transfer of any right(s), as well as the validity of such rights, in and to the Basement Tapes between you, Plaintiff and/or any other person, or between any third-parties.

Request No. 6

All documents relating to or evidencing any person who is the composer, recorder, author, creator, lyricist, producer, maker or owner of the Basement Tapes and who does or might have any rights in and to the Basement Tapes.

Request No. 7

All documents relating to or evidencing communications regarding the composition, recording, production, publication, or editing of the Basement Tapes, or any part thereof, including, but not limited to, information regarding persons present at the time of creation, authorship, production, recording, composition, publication, editing or performance of any part of the musical compilations contained on the Basement Tapes; and persons involved, at any stage, in whole or in part, in the creation, authorship, production, performance or publication of any portion or part of the Basement Tapes.

Request No. 8

All documents relating to or evidencing the reproduction, distribution, manufacture or performance of any portion of the Basement Tapes, whether public or private.

Request No. 9

All documents relating to or evidencing any claim of ownership of the copyright in and to the Basement Tapes as well as any assignment of the copyright.

Request No. 10

All documents relating to or evidencing communications regarding the copyright in and to the Basement Tapes.

Request No. 11

All documents relating to or evidencing your or Plaintiff's communications regarding The Source Defendants' right to make, use, sell, give, or offer the Basement Tapes, or any portion thereof.

Request No. 12

All documents relating to or evidencing the facts and circumstances surrounding authorship, creation, production, promotion, disclosure, distribution, exploitation, release, circulation, and performance, whether public or private, of the Basement Tapes or any portion thereof.

Request No. 13

All documents relating to or evidencing the identities of all persons involved, in any way, in the authorship, creation, production, promotion, disclosure, distribution, exploitation, release, circulation, and performance, whether public or private, of the Basement Tapes or any portion thereof.

Request No. 14

All documents relating to or evidencing your knowledge of the allegations in and factual basis for Plaintiff's Complaint.

Request No. 15

All documents relating to or evidencing your knowledge of the factual and legal basis that supports Plaintiff's arguments regarding fair use in this case.

Request No. 16

All documents relating to or evidencing any damage suffered by Plaintiff or benefit gained by any of the defendants or any third party.

COURT UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN

COUNTY OF

SHADY RECORDS,

against
SOURCE ENTERPRISES, INC., ET AL

Index No. 03 CV 9944 (GEL)

Plaintiff(s)

Defendant(s)

AFFIDAVIT OF
SERVICE OF SUBPOENA
IN A CIVIL CASE, SCHEDULE A,
REQUESTS

MICHIGAN OAKLAND
STATE OF NEW YORK, COUNTY OF
party herein, is over 18 years of age and resides at
that on 2/5/04 at 12:54 PM., at 16250 NORTHLAND DRIVE, STE. 370, SOUTHFIELD, MI
Deponent served the within subpoena on GREGORY WEIR witness therein named,

IN A CIVIL CASE, SCHEDULE A,

REQUESTS

INDIVIDUAL by delivering a true copy to said witness personally; deponent knew the person so served to be the witness described in said

1. subpoena.

CORPORATION a

corporation, by delivering thereat a true copy to

2. personally, deponent knew said corporation so served to be the corporation witness and knew said individual to be thereof.

TABLE AGE PERSON

by delivering thereat a true copy to a person of suitable age
3. and discretion. Said premises is witness'—actual place of business—dwelling place—usual place of abode—within the state.
MAILING TO DOOR, ETC. by affixing a true copy to the door of said premises, which is witness'—actual place of business—dwelling place—usual place
4. of abode—within the state. Deponent was unable, with due diligence to find witness or a person of suitable age and discretion
thereat, having called there

MAILING TO
RESIDENCE
BE WITH 3 OR 4

Within 20 days of such delivery or affixing, deponent enclosed a copy of same in a postpaid envelope properly addressed to witness
at witness' last known residence, at and deposited
said envelope in an official depository under the exclusive care and custody of the U.S. Postal Service within New York State.

MAILING TO
BUSINESS
BE WITH 3 OR 4

Within 20 days of such delivery or affixing, deponent enclosed a copy of same in a first class postpaid envelope properly
addressed to witness at witness' actual place of business, at
in an official depository under the exclusive care and custody of the U.S. Postal Service within New York State. The envelope bore
the legend "Personal and Confidential" and did not indicate on the outside thereof, by return address or otherwise, that the
communication was from an attorney or concerned an action against the witness.

DESCRIPTION
USE WITH:
1, 2, OR 3

<input checked="" type="checkbox"/> Male	<input checked="" type="checkbox"/> White Skin	<input type="checkbox"/> Black Hair	<input type="checkbox"/> White Hair	<input type="checkbox"/> 14-20 Yrs.	<input type="checkbox"/> Under 5'	<input type="checkbox"/> Under 100 Lbs.
<input type="checkbox"/> Female	<input type="checkbox"/> Black Skin	<input checked="" type="checkbox"/> Brown Hair	<input type="checkbox"/> Balding	<input checked="" type="checkbox"/> 21-35 Yrs.	<input type="checkbox"/> 5'0"-5'3"	<input type="checkbox"/> 100-130 Lbs.
	<input type="checkbox"/> Yellow Skin	<input type="checkbox"/> Blonde Hair	<input type="checkbox"/> Mustache	<input type="checkbox"/> 36-50 Yrs.	<input checked="" type="checkbox"/> 5'4"-5'8"	<input type="checkbox"/> 131-160 Lbs.
	<input type="checkbox"/> Brown Skin	<input type="checkbox"/> Gray Hair	<input type="checkbox"/> Beard	<input type="checkbox"/> 51-65 Yrs.	<input type="checkbox"/> 5'9"-6'0"	<input checked="" type="checkbox"/> 161-200 Lbs.
	<input type="checkbox"/> Red Skin	<input type="checkbox"/> Red Hair	<input type="checkbox"/> Glasses	<input type="checkbox"/> Over 65 Yrs.	<input type="checkbox"/> Over 6'	<input type="checkbox"/> Over 200 Lbs.

Other identifying features:

At the time of said service, deponent paid (tendered) in advance \$ 55.00

the authorized traveling expenses and one day's witness fee.

Witnessed before me on 2/6/04

Linda

R. Smith

UNDAA SMITH
NOTARY PUBLIC MACOMB CO., MI
MY COMMISSION EXPIRES JUN 18 2006

 PRINT NAME beneath SIGNATURE

License No.

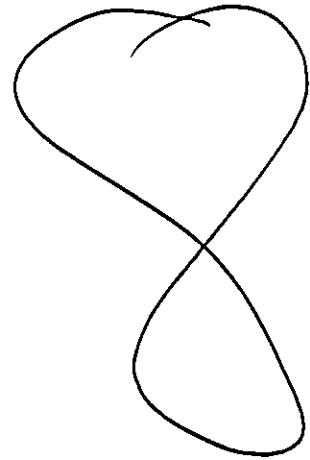


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